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中國港橋控股有限公司

China HKBridge Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 2323)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of China HKBridge Holdings Limited (the “**Company**”) will be held at Room 3601-02, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Monday, 23 October 2017 at 10:00 a.m. to consider and, if thought fit, pass with or without modifications, the following resolutions (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular (the “**Circular**”) of the Company dated 29 September 2017):

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the authorised share capital of the Company be increased from HK\$200,000,000 divided into 2,000,000,000 Shares of a par value of HK\$0.10 each (“**Share(s)**”) to HK\$500,000,000 divided into 5,000,000,000 Shares of a par value of HK\$0.10 each by the creation of an additional 3,000,000,000 unissued Shares of a par value of HK\$0.10 each (the “**Increase in Authorised Share Capital**”); and
- (b) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents including under the seal of the Company if and where applicable as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

2. “**THAT** subject to the satisfaction of the conditions of the Rights Issue (as defined below) as set out on pages 18, 23 and 24 of the Circular:
- (a) the issue by way of rights issue of 732,000,000 Shares (the “**Rights Shares**”) at the Subscription Price of HK\$2.2 per Rights Share to the Qualifying Shareholders (as defined in the Circular) whose names appear on the date by reference to which entitlement under the Rights Issue will be determined (other than the Excluded Shareholder(s) with registered address(es) outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that place(s)) in the proportion of one (1) Rights Share for every two (2) existing Shares then held on the Record Date at the Subscription Price of HK\$2.2 per Rights Share and substantially on the terms and conditions of the Rights Issue set out in the Circular be and is hereby approved;
 - (b) the Directors be and are hereby authorised to allot and issue the Rights Shares pursuant to the Rights Issue notwithstanding the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to the Excluded Shareholder(s) (as defined in the Circular) (if any) as they may deem necessary, desirable or expedient having regard to any restrictions or obligations under the bye-laws of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
 - (c) the Underwriting Agreement (as defined in the Circular) and the transactions contemplated thereunder be and are hereby approved and confirmed; and
 - (d) any one or more Directors be and are hereby authorised to sign or execute (including under the seal of the Company if and where applicable) such documents and do all such acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate, necessary, desirable or expedient to carry out, to give effect to or in connection with the Underwriting Agreement or any transactions contemplated thereunder.”

3. “**THAT** the terms of the Whitewash Waiver (as defined in the Circular) granted or to be granted by the Executive of the Corporate Finance Division of the Securities and Futures Commission to the Underwriter pursuant to Note 1 on the Dispensations from Rule 26.1 of the Takeovers Code from an obligation to make a mandatory general offer for all the issued Shares (other than those owned or agreed to be acquired by the Underwriter and parties acting concert with it) as a result of the subscription of the Rights Shares pursuant to the Underwriting Agreement be and are hereby approved and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

By order of the Board of
China HKBridge Holdings Limited
Liu Tingan
Chairman and Chief Executive Officer

Hong Kong, 29 September 2017

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of business in Hong Kong:

Room 3601-02
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

Notes:

1. A member of the Company (the “**Shareholder**”) entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited with Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong (“**Registrar**”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the SGM (i.e. at or before 10:00 a.m. on Saturday, 21 October 2017 (Hong Kong time)) or any adjournment thereof.

3. The Company's register of members will be closed from Tuesday, 17 October 2017 to Monday, 23 October 2017, both dates inclusive, for the purpose of, among other things, establishing entitlements to attend and vote at the SGM. No transfer of Shares will be registered during this period. In order to qualify for attending and voting at the SGM, Shareholders must lodge any transfers of the Shares (together with the relevant Share certificates) with the Registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Monday, 16 October 2017.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the SGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the SGM if the Shareholder so desires and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises Mr. Liu Tingan and Mr. Cheok Ho Fung being executive directors; and Mr. Mao Yumin being non-executive director and Mr. Ng Man Kung, Dr. Ngai Wai Fung and Mr. Lau Fai Lawrence being independent non-executive directors.